

**Exhibit B**

**Blackline of Revised Proposed Order**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

<b>In re:</b>	§ § § § § § §	<b>Chapter 11</b>
<b>FIELDWOOD ENERGY III LLC, et al.,</b>	§	<b>Case No. 20-33948 (MI)</b>
<b>Post-Effective Date Debtors.<sup>1</sup></b>	§ § §	<b>(Jointly Administered)</b>

**ORDER GRANTING FINAL FEE APPLICATION  
OF O'MELVENY & MYERS LLP AS SPECIAL COUNSEL TO THE  
RESTRUCTURING COMMITTEE OF THE BOARD OF DIRECTORS OF THE  
DEBTORS FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED  
AND REIMBURSEMENT OF OUT-OF-POCKET EXPENSES INCURRED FOR THE  
PERIOD OF MARCH 18, 2021 THROUGH AUGUST 27, 2021**

Upon consideration of the *Final Fee Application of O'Melveny & Myers LLP as Special Counsel to the Restructuring Committee of the Board Of Directors of the Debtors for Allowance of Compensation for Services Rendered and Reimbursement of Out-of-Pocket Expenses Incurred for the Period of March 18, 2021 Through August 27, 2021* (the "**Application**"); and this Court having jurisdiction over the Application; and due and adequate notice of the Application and the relief requested therein having been given under the circumstances and no other or further notice being required; and the Court having read and considered the Application, objections to

---

<sup>1</sup> The Post-Effective Date Debtors, along with the last four digits of each Post-Effective Date Debtor's federal-~~tax~~  
tax identification number, as applicable, are: Fieldwood Energy III LLC (6778); Fieldwood Energy Offshore LLC (4494), Fieldwood Energy Inc. (4991), GOM Shelf LLC (8107), and FW GOM Pipeline, Inc. (8440). Fieldwood Energy III LLC, Fieldwood Energy Offshore LLC, and Fieldwood Energy Inc. are managed and operated by the Plan Administrator, whose primary mailing address is 16255 Ventura Blvd., Suite 440, Encino, CA, 91436, C/O of Province LLC. GOM Shelf LLC and FW GOM Pipeline, Inc. (collectively, the "**Post-Effective Date FWE I Subsidiaries**") are managed and operated by Jon Graham, as sole manager of each Post-Effective Date FWE I Subsidiary. The Debtors in the other nine pending chapter 11 cases (which continue to be jointly administered with the cases of the Post-Effective Date Debtors), each of which have either been dissolved or merged into other entities as of the Effective Date, consist of the following: Dynamic Offshore Resources NS, LLC (0158); Fieldwood Onshore LLC (3489); Fieldwood SD Offshore LLC (8786); Fieldwood Offshore LLC (2930); Bandon Oil and Gas GP, LLC (9172); Bandon Oil and Gas, LP (9266); Fieldwood Energy SP LLC (1971); Galveston Bay Pipeline LLC (5703); and Galveston Bay Processing LLC (0422).

Application, if any, and arguments of counsel, if any; and any objections to the Application having been resolved or overruled; and for good cause shown;

IT IS ORDERED THAT:

1. OMM is hereby awarded the final allowance of \$326,297.50 for compensation for professional services and \$596.05 for reimbursement of expenses for the period of March 18, 2021 through August 27, 2021 (the “Period”).

2. The Post-Effective Date Debtors are authorized and directed to remit payment to OMM in the amount of \$15,512.50 in full satisfaction of all outstanding unpaid compensation for professional services and reimbursement of expenses sought in the Application for the Period upon entry of this Order.

~~23.~~ The Post-Effective Date Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

~~34.~~ The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: \_\_\_\_\_, 2021

MARVIN ISGUR  
UNITED STATES BANKRUPTCY JUDGE